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and Proposed Attorneys for Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

PERSEON CORPORATION,

Debtor.

Case No. 16-24435

Chapter 11

Judge R. Kimball Mosier

**AMENDMENT TO APPLICATION OF THE DEBTOR FOR ENTRY OF AN ORDER,
PURSUANT TO 11 U.S.C. §§ 105, 327, 328, 363 AND 365 AND FED. R. BANK. P. 2014(a),
(I) AUTHORIZING THE RETENTION AND EMPLOYMENT OF SUNTRUST
ROBINSON HUMPHREY, INC. AS INVESTMENT BANKER TO THE DEBTOR;
(II) AUTHORIZING THE ASSUMPTION OF THE AGREEMENT WITH SUNTRUST
ROBINSON HUMPHREY TO PROVIDE SERVICES RELATED THERETO; AND
(III) APPROVING THE AGREEMENT WITH SUNTRUST ROBINSON HUMPHREY**

On June 22, 2016, Perseon Corporation (“Perseon” or “Debtor”), the debtor in possession in the above captioned bankruptcy case, by and through its counsel, submitted an application (the “Application,” Docket No. 57) pursuant to sections 105(a), 327(a), 328, 363(b) and 365(a) of

title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), authorizing the retention and employment of SunTrust Robinson Humphrey (“STRH”) as investment banker to the Debtor. Objections to the Application were filed by B.E. Capital Management Fund LP (“B.E. Capital”) on July 8, 2016 (the “B.E. Capital Objection,” Docket No. 78) and the United States Trustee (the “U.S. Trustee”) on July 11, 2016 (the “U.S. Trustee Objection,” Docket No. 85).

On July 12, 2016, the Court held a hearing on the Application, indicated that the Debtor should amend or supplement the Application if it intended to proceed with the retention of STRH, and continued the hearing to July 19, 2016. Since that time, the Debtor and STRH have reached a resolution of the B.E. Capital Objection, which Objection will be withdrawn. The Debtor and STRH have advised the U.S. Trustee of this potential resolution and continue to work to resolve the U.S. Trustee Objection.

Specifically, STRH has agreed to reduce its Advisory Fee¹ to (i) \$525,000 if the Debtor consummates a Transaction with Transaction Consideration of \$5,250,000 or less or (ii) \$575,000 if the Debtor consummates a Transaction with Transaction Consideration in excess of \$5,250,000.² STRH’s retention on these terms would eliminate any other or further claim against the Debtor’s bankruptcy estate, excepting only the reimbursement of expenses as provided for in the Engagement Agreement.

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Application or the Engagement Agreement, as applicable.

² The Debtor and STRH are in the process of entering into a further amendment to the Engagement Agreement on these terms, subject to this Court’s approval.

Absent STRH's retention on these terms, STRH will be entitled to a claim against the estate in excess of \$1 million, potentially resulting in an ultimate payout to STRH in excess of that proposed here. Further, STRH's retention by the Debtor is imperative to ensuring a competitive bidding process to maximize value for the estate. For these reasons, it is in the best interest of the estate to retain STRH on the terms set forth herein.

WHEREFORE, the Debtor respectfully requests the entry of an Order authorizing the retention and employment of STRH as the Debtor's investment banker on the terms set forth herein.

DATED this 15th day of July, 2016.

DORSEY & WHITNEY LLP

/s/ Steven T. Waterman

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Jeffrey M. Armington

Proposed Attorneys for Debtor Perseon Corporation